

**Unanimous Written Consent of the Members**

**of \_\_\_\_\_\_\_\_\_\_**

The undersigned being all of the members of \_\_\_\_\_\_\_\_\_\_, a New York limited liability company (the “Company”) hereby adopt the following resolutions in lieu of holding a meeting of the members.

NOW, THEREFORE, BE IT RESOLVED, that \_\_\_\_\_\_\_\_\_\_ of the Company (the “Authorized Member”) is hereby individually authorized, on behalf of the Company, to execute and deliver and perform, any and all documents, notices and any other instruments, agreements or certificates of any kind or nature whatsoever, and to take from time to time any other actions which Authorized Member shall in his discretion determine to be appropriate to effect the sale of the Premises known as \_\_\_\_\_\_\_\_\_\_, New York pursuant to that certain Purchase and Sale Agreement dated \_\_\_\_\_\_\_\_\_\_, 20\_\_\_. The execution and delivery of any document or instrument by said Authorized Member shall constitute conclusive evidence that the terms and conditions contained in said documents or instruments have been determined to be appropriate by said Authorized Member;

FURTHER RESOLVED, that the Authorized Member, on behalf of the Company, is hereby authorized to certify that these resolutions have been duly adopted and that they are in conformity with the Articles of Organization of the Company, and any and all agreements by and between the members of the Company; and

FURTHER RESOLVED, that all actions heretofore taken by the Authorized Member of the Company deemed by such Authorized Member to be advisable or convenient or necessary or proper to carry out the intent of the foregoing resolutions is hereby approved and ratified.

 IN WITNESS WHEREOF, the undersigned has executed this Consent as of this \_\_\_\_\_\_\_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_, 20\_\_\_.

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